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Tarrant County Texas

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AMENDMENT TO OIL AND GAS LEASE

THE STATE OF TEXAS §
§
COUNTY OF TARRANT §
§
KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, on November 6th, 2007, an Oil and Gas Lease was entered into by and between **Jose Raul and Yolanda Lule, a married couple**, whose address is 3514 Ave K., Fort Worth, Texas 76105, herein called ("Lessor," whether one or more), and **Paloma Barnett, LLC**, whose address is 1021 Main Street, Suite 2600, Houston, Texas 77002, herein called ("Lessee," whether one or more); which is recorded in the Official Public Records of Tarrant County, Texas as D208072319; and,

WHEREAS, Paloma Barnett, L.L.C. assigned all of its right, title and interest in and to the lease to Chesapeake Exploration, L.L.C., an Oklahoma limited liability company, whose address is 6100 North Western Avenue, Oklahoma City, Oklahoma 73118; and;

WHEREAS, Total E&P USA, Inc., whose address is 1201 Louisiana Street, Suite 1800, Houston, Texas, 77002, acquired an undivided 25% of Chesapeake's working interest in the aforementioned Lease; and;

WHEREAS, the Lessor(s), Chesapeake Exploration, L.L.C. and Total E&P USA, Inc., their successors and/or assigns, desires to amend said Oil and Gas Lease as set forth below:

1) The Lease states that the Lessor(s) is as follows:

Jose Raul and Yolanda Lule, a married couple

NOW THEREFORE, in consideration of the leased premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned do hereby amend the Oil and Gas Lease as follows:

The Lessor Identification within the said Oil and Gas Lease filed in the Official Public Records of Tarrant County, Texas as referenced above is deleted in its entirety and substituted with the following Lessor Identification:

Jose Raul Lule and wife, Yolanda Lule

Lessor(s) further acknowledge the Oil and Gas Lease as being valid and subsisting and in full force and effect and all of the rights granted to Lessee under the Oil and Gas Lease shall continue in full force and effect as to the terms and provisions of the Oil and Gas Lease.

This instrument may be executed in multiple counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

In the event of a conflict between the provisions contained in this instrument and any other provisions contained in the Lease, the provisions contained in this instrument shall prevail to the extent of such conflict; in all other respects the Lease shall remain in full force and effect.

IN WITNESS WHEREOF, this instrument is executed as of the date of acknowledgment of signatures below.

Lessor:

By: *X* *Jose R. Lule*
Jose Raul Lule

Lessor:

By: Yolanda Lule

Lessee(s):

CHESAPEAKE EXPLORATION, I.J.C.

By:

Henry J. Hood, Sr. Vice President
Land and Legal & General Counsel

TOTAL E&P USA, INC., a Delaware corporation

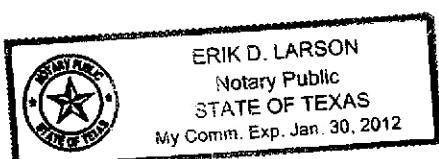
By:

Eric Bonnin, Vice President
Business Development and Strategy

ACKNOWLEDGMENTS

STATE OF TEXAS
COUNTY OF TARRANT

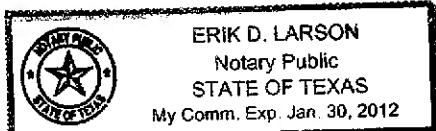
This foregoing instrument was acknowledged before me on the 13th day of October, 2010, by Jose Raul Lule.





STATE OF TEXAS
COUNTY OF TARRANT

This foregoing instrument was acknowledged before me on the 13th day of October 2010, by Yolanda Lule.



ACKNOWLEDGMENTS

STATE OF _____ §

COUNTY OF _____ §

The foregoing instrument was acknowledged before me on the _____ day of _____, 2010, by Henry J. Hood, Sr. Vice President – Land and Legal & General Counsel, on behalf of CHESAPEAKE EXPLORATION, L.L.C.

Notary Public in and for The State of _____

STATE OF _____ §

COUNTY OF _____ §

The foregoing instrument was acknowledged before me this _____ day of _____, 2010, by Eric Bonnin as Vice President – Business Development and Strategy of TOTAL E&P USA, INC., a Delaware corporation, as the act and deed and behalf of such corporation.

Notary Public in and for The State of _____